

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SURGICAL DYNAMICS INC.", A DELAWARE CORPORATION,

WITH AND INTO "HOWMEDICA OSTEONICS CORP." UNDER THE NAME OF "HOWMEDICA OSTEONICS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2065103 8100M

AUTHENTICATION: 1865492

020429727

DATE: 07-02-02

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
SURGICAL DYNAMICS INC.
INTO
HOWMEDICA OSTEONICS CORP.**

**UNDER SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL"), Howmedica Osteonics Corp., a corporation organized and existing under the laws of the State of New Jersey (the "Corporation"), hereby executes the following Certificate of Ownership and Merger and certifies as follows:

1. The Corporation owns all of the outstanding shares of each class of stock of Surgical Dynamics Inc., a corporation organized and existing under the laws of the State of Delaware ("SDI").
1. The Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent dated July 1, 2002, determined to merge SDI into itself (the "Merger"):

RESOLVED, that it is hereby determined to be advisable and for the benefit of this Corporation that this Corporation merge into itself, and assume all of the liabilities and obligations of, its wholly owned subsidiary, Surgical Dynamics Inc., a Delaware corporation ("SDI"), pursuant to the Agreement and Plan of Merger, dated as of July 1, 2002, between this Corporation and SDI in the form submitted to the undersigned.


RESOLVED, that this Corporation shall cause to be executed, filed and recorded the documents prescribed by the laws of the State of New Jersey and the State of Delaware and will cause to be performed all other necessary and appropriate acts to carry out the purposes of the foregoing resolution.

3. The Corporation hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of SDI, as well as for enforcement of any obligation of the Corporation arising from the Merger, and the Corporation hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Howmedica Osteonics Corp. at the following address: 59 Route 17, Allendale, New Jersey 07401-1677.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as the act and deed of the Corporation this 1st day of July, 2002, and affirms the statements contained herein are true under the penalties of perjury.

HOWMEDICA OSTEONICS CORP.

By:


Name: Edward B. Lyles
Title: Group President

NY:GCM

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

HOWMEDICA OSTEONICS CORP.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the*

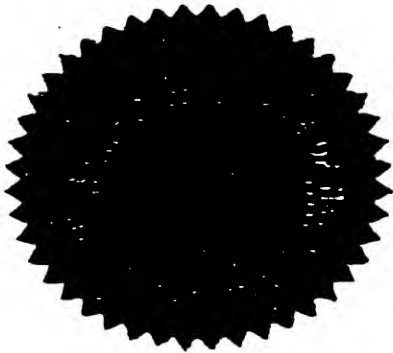
Certificate of Merger

Filed in this office

July 1, 2002

*as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

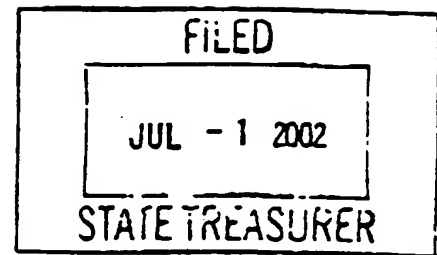
IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
2nd day of July, 2002



A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer

**CERTIFICATE OF MERGER
OF
SURGICAL DYNAMICS INC.
AND
HOWMEDICA OSTEONICS CORP.**



**To the Secretary of State
State of New Jersey**

Pursuant to the provisions of Section 14A:10-5.1 of the New Jersey Business Corporation Act, it is hereby certified that:

- 1. The names of the merging corporations are Howmedica Osteonics Corp., which is a business corporation of the State of New Jersey, and Surgical Dynamics Inc., which is a business corporation of the State of Delaware and a wholly owned subsidiary of Howmedica Osteonics Corp.**
- 2. Howmedica Osteonics Corp. will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.**
- 3. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Surgical Dynamics Inc. with and into its parent corporation, Howmedica Osteonics Corp., as approved by unanimous written consent of the directors of Howmedica Osteonics Corp. dated July 1, 2002.**
- 4. The number of outstanding shares of Surgical Dynamics Inc. is 10, all of which are of one class and are owned by Howmedica Osteonics Corp.**
- 5. The applicable provisions of the General Corporation Law of the State of Delaware, the jurisdiction under which Surgical Dynamics Inc. was organized, with respect to**

the merger herein provided for will, upon compliance with filing and recording provisions, have been complied with.

Executed on July 1, 2002.

HOWMEDICA OSTEONICS CORP.

By: Edward B. Lipes
Edward B. Lipes, Group President